



An ISO 9001, ISO 14001, ISO 45001 & ISO 50001 Certified Company

**Gujarat Narmada Valley  
Fertilizers & Chemicals Limited**  
CIN : L24110GJ1976PLC002903

P.O Narmadanagar - 392015, Dist. Bharuch, Gujarat, India  
Ph. (02642) 247001, 247002 Website: www.gnfc.in

NO. SEC/SE/Postal Ballot/MD & Chairman  
March 3, 2025

Dy. General Manager  
BSE Limited  
Corporate Relationship Dept.,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Bldg, PJ Tower,  
Dalal Street, Fort,  
Mumbai - 400 001  
Scrip Code: "500670"

Dy. General Manager  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza,  
C-1, Block - "G",  
Bandra Kurla Complex, Bandra (E),  
Mumbai - 400 051  
Symbol: "GNFC"

Dear Sir / Madam,

Sub.: Postal Ballot Notice - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Pursuant to Regulation 30 read with part A of Schedule III of the Listing Regulations, please find enclosed notice of Postal Ballot dated February 14, 2025 along with Explanatory Statement which has been sent to the members on March 03, 2025 seeking approval for passing of following ordinary resolutions by means of Postal Ballot through remote e-voting:

Sr. No.	Description of Ordinary Resolutions
1.	Change in designation and appointment of Dr. T. Natarajan, IAS (DIN: 00396367) as Managing Director of the Company
2.	Appointment of Shri Pankaj Joshi, IAS (DIN: 01532892) as Director and Chairman of the Company

The notice has been sent only to those members whose names appear in the Register of members / List of beneficial owners as on the cut-off date i.e., Friday, February 28, 2025 and such members only shall be eligible to cast their votes through remote e-voting.

The remote e-voting commences on Wednesday, March 05, 2025 at 9:00 A.M. (IST) and ends on Thursday, April 03, 2025 at 5:00 P.M. (IST).

You are requested to take note of the above.

Thanking you.

Yours faithfully,  
For Gujarat Narmada Valley Fertilizers & Chemicals Limited

Chetna Dharajiya  
Company Secretary & Chief Manager (Legal)

Encl.: As above



## GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LIMITED

Registered Office: P.O.: Narmadanagar - 392 015, Dist.: Bharuch, Gujarat, INDIA

CIN: L24110GJ1976PLC002903. Tele Nos.: (02642) 247001, 247002

E-mail: [investor@gnfc.in](mailto:investor@gnfc.in), Website: [www.gnfc.in](http://www.gnfc.in)

### NOTICE OF POSTAL BALLOT

[Pursuant to Sections 108, 110 of the Companies Act, 2013 read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, as amended and applicable Circulars issued by the Ministry of Corporate Affairs, from time to time]

VOTING STARTS ON	VOTING ENDS ON
Wednesday, March 05, 2025 at 9:00 A.M. (IST)	Thursday, April 03, 2025 at 5:00 P.M. (IST)

Dear member(s),

**NOTICE** is hereby given that pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (**'Act'**) (including any statutory modification or re-enactment thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**'Rules'**), as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**) (including any statutory modification or re-enactment thereof for the time being in force), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**'SS-2'**), as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (**'MCA'**) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, and 09/2023 dated September 25, 2023, including General Circular No. 09/2024 dated September 19, 2024 issued by the MCA (collectively the **'MCA Circulars'**) and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and

SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by Securities and Exchange Board of India (**'SEBI'**) (hereinafter collectively referred to as **'the Circulars'**) to transact the special businesses as set out hereunder by passing Ordinary Resolutions by way of postal ballot through remote electronic voting (**'remote e-voting'**) only.

Pursuant to provisions of Sections 102 and 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons / rationale thereof is annexed to this Postal Ballot Notice (**'Notice'**) for your consideration and forms part of this Notice.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of KFin Technologies Limited (**'KFinTech / RTA'**) for the purpose of providing remote e-voting facility to its members. This Notice is also available on the website of the Company [www.gnfc.in](http://www.gnfc.in)

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 P.M. (IST) on Thursday, April 03, 2025. The remote e-voting facility will be disabled by KFinTech immediately thereafter.

## **SPECIAL BUSINESS**

### **1. Change in designation and appointment of Dr. T. Natarajan, IAS (DIN: 00396367) as Managing Director of the Company**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 196, 197, 198 and 203 read with Schedule V and other applicable provisions of Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('Rules'), Regulation 17 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ('Listing Regulations') (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company as well as Notification No. AIS/45.2025/0776/G dated February 03, 2025 of the General Administration Department, Government of Gujarat (GoG), approval of the members of the Company, be and is hereby accorded for change in designation and appointment of Dr. T. Natarajan (DIN: 00396367), who is not disqualified to become a Director under the Act and the Rules made thereunder, as Managing Director of the Company in place of Shri Pankaj Joshi, IAS (DIN: 01532892), effective from February 05, 2025, until further orders from the GoG, subject to the limit of five (05) years, not liable to retire by rotation."

**"FURTHER RESOLVED THAT** the approval of the members of the Company be and is hereby accorded and that the Board of Directors of the Company, be and is hereby authorized to agree to the payment of remuneration / special pay, if any, as may be granted and conveyed by the GoG to Dr. T. Natarajan (DIN: 00396367), as Managing Director of the Company during the aforesaid period, subject to the same not exceeding the limits specified under Schedule V to the Act."

**"FURTHER RESOLVED THAT** Dr. T. Natarajan (DIN: 00396367) be and is hereby authorized to exercise substantial powers of Management and that he shall be responsible for the day to day management of the Company, subject to the superintendence, direction and control of the Board of Directors and that he shall carry out such duties as may be entrusted and/or delegated to him by the Board of Directors of the Company, from time to time."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company and / or its delegated authority be and is / are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

2. **Appointment of Shri Pankaj Joshi, IAS (DIN: 01532892) as Director and Chairman of the Company**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161(3) of Companies Act, 2013 (‘Act’) and other applicable provisions of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (‘Rules’), Regulations 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), as per Articles 136 and 179 of Articles of Association of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and pursuant to the Notification No. MIS/11-2016/1765/E dated February 06, 2025 of Energy and Petrochemicals Department, Government of Gujarat, approval of the shareholders be and is hereby accorded to the appointment of Shri Pankaj Joshi, IAS (DIN: 01532892) as Director and Chairman of the Company for a tenure as may be deemed appropriate by the Government of Gujarat, not liable to retire by rotation.”

“**RESOLVED FURTHER** that the Board of Directors and / or the Company Secretary of the Company, be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board of Directors  
For Gujarat Narmada Valley Fertilizers & Chemical Limited**

Sd/-

**Chetna Dharajiya**

**Company Secretary & Chief Manager (Legal)**

Registered Office:

P.O.: Narmadanagar, Dist.: Bharuch: 392 015

CIN: L24110GJ1976PLC002903

Tele No.: (02642) 247001, 247002

Email: [investor@gnfc.in](mailto:investor@gnfc.in)

Website: [www.gnfc.in](http://www.gnfc.in)

Date: February 14, 2025

Place: Bharuch

**Notes:**

1. The relative Explanatory Statement pursuant to Section 102 of the Act read with the Rules, setting out all material facts relating to the Resolutions mentioned in this Notice is attached. The information required to be furnished under Regulation 36(3) of Listing Regulations and SS-2, in respect of person(s) seeking appointment / re-appointment as Director is also annexed.
2. In accordance with the MCA Circulars, this Notice is being sent only by electronic mode to those members whose names appear on the Register of members / List of Beneficial Owners as on Friday, February 28, 2025 (“**Cut-Off Date**”) received from the Depositories and whose e-mail address is registered with the Company / Depositories / RTA. Physical copies of the Notice along with postal ballot forms and pre-paid business reply envelopes are not sent to members for this Postal Ballot.
3. Only those members whose names are appearing in the Register of members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a member on the Cut-Off Date should treat this Notice for information purposes only.
4. In compliance with the MCA Circulars, the Notice and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).
5. It is however, clarified that all members of the Company as on the Cut-Off Date (including those members who may not have received this Notice due to non-registration of their e-mail addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
6. Members holding shares in physical mode and who have not updated their email address are requested to update their email address with the Company’s RTA by sending an email at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with the copy of the signed request letter mentioning the name and address of the member, self-attested copy of the PAN card, and self-attested copy of any document (eg. Driving License, Election Identity Card, Passport) in support of the address of the member. members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, members may also write to [investor@gnfc.in](mailto:investor@gnfc.in)

7. This Notice is available on the website of the Company at [www.gnfc.in](http://www.gnfc.in), on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and is also available on the website of KFinTech at <https://evoting.kfintech.com>
8. In light of the MCA Circulars, members who have not registered their email address and in consequence, the Notice could not be serviced, may temporarily get their email address registered with the RTA, by clicking the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> and follow the registration process. Post successful registration of the email address, the shareholder would get the Notice and the procedure for e-voting along with the User ID and Password to enable e-voting. If you are already registered with KFinTech for remote e-voting then you can use your existing user ID and password / PIN for casting your vote.
9. It is clarified that for permanent registration of email address, the members are requested to register their email address by following procedure as mentioned in point no. 6 herein above.
10. Those members who have already registered their email address are requested to keep their email address validated with their DP / the Company's RTA, to enable servicing of Notice electronically to their registered email address.
11. The Company has appointed CS J. J. Gandhi, Practicing Company Secretary (FCS 3519 and CP No. 2515) to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.
12. The Scrutinizer will submit his report to the Chairman or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot on or before Monday, April 07, 2025. The Scrutinizer's decision on the validity of votes cast will be final.
13. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.gnfc.in](http://www.gnfc.in) and on the website of KFinTech <https://evoting.kfintech.com> immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchanges, where the Equity Shares of the Company are listed.
14. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. Thursday, April 03, 2025.

15. Important Communication for shareholders:

**Updation of bank account details:** Shareholders holding shares in demat mode are requested to update with their respective depository participants, their correct core banking account number, including 9-digit MICR Code and 11-digit IFSC Code, e-mail ID and mobile no(s). Shareholders holding shares in physical form may communicate such details to the RTA of the Company.

**Updation of PAN, e-mail address and other details:** Shareholders holding shares in demat mode are requested to update their records such as tax residential status, PAN, registered email addresses, mobile numbers and other details with their respective depository participants. Shareholders holding shares in physical mode are requested to furnish these details to the RTA of the Company.

**Shareholders holding shares in physical form:** Shareholder(s) holding shares in physical form whose folio(s) do not have PAN or contact details or mobile number or bank account details or specimen signature updated, shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing the aforesaid details in entirety.

Further, the said shareholder(s) shall be eligible for any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from April 01, 2024. Accordingly, the said shareholder(s) are requested to update the said details with the RTA of the Company.

**Transfer permitted only in demat mode:** SEBI has mandated that securities of listed companies can be transferred only in demat form. Therefore, shareholders are advised to dematerialize shares held by them in physical form at the earliest.

**Availing nomination facility:** Shareholders holding shares of the Company, especially in a single name (i.e. no joint holding) are requested to nominate any other individual in respect of their demat account.



**PROCEDURE FOR E-VOTING:****1. E-VOTING FACILITY:**

- i. Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules and Regulation 44 of Listing Regulations, as amended, read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MRD/MRD-PoD-2/P/CIR/2023/166 dated October 06, 2023) on e-Voting Facility provided by Listed Entities, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility. The Company is providing e-voting facility of KFinTech to its members to exercise their right to vote on the proposed resolution by electronic means.
- ii. The e-voting facility will be available during the following period:

<b>Commencement of remote e-voting</b>	<b>Wednesday, March 05, 2025 at 9:00 A.M. (IST)</b>
<b>End of remote e-voting</b>	<b>Thursday, April 03, 2025 at 5:00 P.M. (IST)</b>

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

- iii. The manner of voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) Shareholders holding shares of the Company in physical mode and (iv) Shareholders who have not registered their e-mail address, is explained in the instructions given herein below.

**2. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:**

Once the Shareholder has exercised the vote, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.

### **3. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE:**

As per SEBI circular on e-Voting Facility provided by Listed Entities dated December 9, 2020, all “individual shareholders holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as implemented by the Depositories / Depository Participant(s), is given below:

**PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES**

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <p>a) URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></p> <p>b) Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</p> <p>c) On the new page, enter existing User ID and Password. Post successful authentication, click on “Access to e-voting”.</p> <p>d) Click on company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period.</p> <p>2. User not registered for IDeAS e-Services**</p> <p>a) To register click on link : <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> (Select “Register Online for IDeAS”) or <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>b) Proceed with completing the required fields.</p> <p>** (Post registration completion, follow the process as stated in point no.1 above)</p> <p>3. First time users can visit the e-voting website directly and follow the process below:</p> <p>a) URL: <a href="https://www.evoting.nsd.com">https://www.evoting.nsd.com</a></p> <p>b) Click on the icon “Login” which is available under ‘Shareholder / member’ section.</p> <p>c) Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>d) Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.</p> <p>e) Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <p>a) URL: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>b) Click on New System Myeasi.</p> <p>c) Login with user ID and password.</p> <p>d) Option will be made available to reach e-voting page without any further authentication.</p> <p>e) Click on e-voting service provider name to cast your vote.</p> <p>2. User not registered for Easi / Easiest**</p> <p>a) Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></p> <p>b) Proceed with completing the required fields.</p> <p>** (Post registration is completed, follow the process as stated in point no.1 above)</p> <p>3. First time users can visit the e-voting website directly and follow the process below:</p> <p>a) URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>b) Provide demat Account Number and PAN No.</p> <p>c) System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>d) After successful authentication, user will be provided links for the respective Electronic Service Provider (ESP) where the e-voting is in progress.</p> <p>e) Click on company name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>

**PROCEDURE TO LOGIN THROUGH DEMAT ACCOUNTS / WEBSITE OF DEPOSITORY PARTICIPANT**

Individual shareholders holding shares of the Company in Demat mode can **access e-Voting facility provided by the Company using login credentials of their demat accounts** (online accounts) through their demat accounts / **websites of Depository Participants** registered with NSDL/CDSL. An option for “**e-Voting**” will be available once they have successfully logged-in through their respective logins. Click on the option “**e-Voting**” and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). **Click on the e-Voting link available against Gujarat Narmada Valley Fertilizers & Chemicals Limited or select e-Voting service provider “KFinTech”** and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” / “Forgot Password” options available on the websites of Depositories / Depository Participants.

Contact details in case of any technical issue on NSDL Website	Contact details in case of any technical issue on CDSL Website
members facing any technical issue during login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: or call at toll free no.: 022-4886 7000 and 022-24997000.	members facing any technical issue during login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33.

**C. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY (I) SHAREHOLDERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE**

- I. A. Members whose email IDs are registered with the Company / Depository Participant(s) [members whose e-mail address is registered with the Company / Depository Participant(s) will receive an email from KFin which will include details of E-voting Event Number (EVEN), USER ID and password]:
  - a) Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
  - b) Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No. /DP ID Client ID will be your User ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting your votes.
  - c) After entering the details appropriately, click on LOGIN.

- d) You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - e) You need to login again with the new credentials.
  - f) On successful login, the system will prompt the member to select the e-voting Event Number “EVENT” for “GNFC Limited”.
  - g) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date Friday, February 28, 2025, under "FOR / AGAINST" or alternatively, member may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed their total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
  - h) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios/demat accounts.
  - i) Members may then cast their vote by selecting an appropriate option and click on “SUBMIT”.
  - j) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once a member confirms, he/she will not be allowed to modify. During the voting period, members can login any number of times till they have voted on the Resolutions.
  - k) Upon confirmation, the message ‘Vote cast successfully’ will be displayed. Once you have confirmed your vote on the resolution, you cannot modify your vote.
  - l) Corporate/Institutional members (i.e. other than Individuals, HUF, NRI. Etc.) are also required to send scanned certified true copy (PDF/JPG Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at [jigandhics@gmail.com](mailto:jigandhics@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) The scanned image of the above mentioned documents should be in the naming format “GNFC Limited\_EVENT NO.”
- B. Members whose email IDs are not registered with the Company / Depository Participant(s) and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced:
- a) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to submit their e-mail and other KYC details (Income-tax PAN, Postal address with PIN, mobile number, bank details, signature) in Form ISR-1 and ISR-2 to RTA of the Company.

- b) Members holding shares in dematerialised mode who have not registered their e-mail address with their Depository Participant(s) are requested to register / update their e-mail address with the Depository Participant(s) where they maintain their demat accounts.
  - c) After due verification, the Company / KFinTech will forward your login credentials to your registered e-mail address.
  - d) Follow the instructions at I.(A). (a) to (l) to cast your vote.
- II. Members can also update their mobile number and e-mail address in the “user profile details” in their e-voting login on <https://evoting.kfintech.com> which may be used for sending further communication(s).
- III. Any member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFinTech in the manner as mentioned below:
- a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399  
Example for NSDL: MYEPWD <SPACE> IN12345612345678  
Example for CDSL: MYEPWD <SPACE> 1402345612345678  
Example for Physical: MYEPWD <SPACE> XXXX123456789
  - b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and Income-Tax PAN to generate password.
  - c) Member may call on KFinTech’s toll-free numbers 1800-309-4001 (from 9:00 a.m. IST to 6:00 p.m. IST on all working days).
  - d) Member may send an e-mail request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). After due verification of the request, User ID and password will be sent to the member.
  - e) If the member is already registered with KFinTech’s e-voting platform, then he/she/it can use his/her/its existing password for logging-in.
- IV. In case of any query on e-voting, members may refer to the “Help” and “FAQs” sections / E-voting user manual available through a dropdown menu in the “Downloads” section of KFinTech’s website for e-voting : <https://evoting.kfintech.com> or contact KFinTech as per the details given under sub-point no. V below.

- V. Members are requested to note the following contact details for addressing e-voting related grievances:

KFin Technologies Limited  
Selenium Tower B, Plot 31-32,  
Gachibowli, Financial District,  
Nanakramguda, Hyderabad 500 032.  
Phone No.: +91 40 6716 1700  
Toll-free Nos.: 1800-309-4001  
(from 9:00 a.m. IST to 6:00 p.m. IST on all working days)

### **PROCEDURE FOR INSPECTION OF DOCUMENTS:**

All documents referred to in the Notice of the Postal Ballot will be available for inspection in electronic mode upto the last date of the voting. members seeking to inspect such documents can send an email to [investor@gnfc.in](mailto:investor@gnfc.in)

**ANNEXURE TO THE NOTICE**

**As required by section 102 of the companies Act, 2013 and pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings, the following explanatory statement set out all material facts relating to business mentioned under item nos. 1 and 2 of the accompanying Notice:**

**Item No.1:**

**Change in designation and appointment of Dr. T. Natarajan, IAS (DIN: 00396367) as Managing Director of the Company**

The Government of Gujarat (GoG), in exercise of the powers vested in the Articles of Association of the Company, had vide its No. AIS/45.2025/0776/G dated February 03, 2025 communicated to the Company that Dr. T. Natarajan (DIN: 00396367), Principal Secretary to Government, Finance Department would hold the additional charge of the post of Managing Director (MD) of the Company vice Shri Pankaj Joshi, IAS (DIN: 01532892). The assumption of charge of MD by Dr. T. Natarajan (DIN: 00396367) will operate and amounts to withdrawal of nomination of Shri Pankaj Joshi, IAS and nomination of Dr. T. Natarajan, IAS (DIN: 00396367) as Government Director on the Board of the Company.

The tenure of Shri Pankaj Joshi, IAS (DIN: 01532892), as Managing Director (MD) concluded on February 05, 2025. Consequently, he ceased to hold the position of Director and MD of the Company effective from that date.

Pursuant to the requirements of Regulation 17(1C) of the Listing Regulations, appointment or re-appointment of a person on the Board of Directors of the Company shall be taken at next General Meeting or within a time period of three months from the date of appointment or re-appointment, whichever is earlier. The proposal is therefore submitted to the Shareholders for their approval.

In pursuance of the provisions of Section 203 of the Companies Act, 2013 and GoG Order and as recommended by the Nomination and Remuneration Committee at its meeting held on February 13, 2025, the Board of Directors of the Company had in its Meeting held on February 14, 2025 unanimously approved the appointment of Dr. T. Natarajan, IAS (DIN: 00396367), as MD of the Company effective from February 05, 2025, who is also the MD of Gujarat State Financial Services Limited. As Dr. T. Natarajan, IAS (DIN: 00396367), is holding the additional charge of MD and drawing remuneration from GoG, presently, no remuneration is paid to him by the Company as MD of the Company. He will, however, be paid remuneration / Special pay, if any, as may be granted and



conveyed by GoG, subject to the same not exceeding the limit specified in Schedule-V of the Act.

The Nomination and Remuneration Committee has reviewed the capabilities of Dr. T. Natarajan, IAS (DIN: 00396367) vis-a-vis the role and capabilities required as decided by the Committee based on the evaluation of balance of skills, knowledge and experience of the existing Board. In the opinion of Nomination and Remuneration Committee and the Board, he possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company. Therefore, it would be of immense benefit to the Company and it is desirable to appoint him as a Managing Director of the Company.

The Company has, inter-alia, received from Dr. T. Natarajan, IAS (DIN: 00396367) (i) consent in writing to act as a Director pursuant to Section 152(5) of the Act, read with Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Rules'); (ii) intimation in terms of Section 164(2) of the Act, read with Rule 14(1) of the Rules, to the effect that he is not disqualified from being appointed as Director; and (iii) he is not debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority.

This may be treated as a written memorandum setting out terms and conditions of appointment of Dr. T. Natarajan, IAS (DIN: 00396367) as Managing Director as per Section 190 of the Act.

Dr. T. Natarajan, IAS (DIN: 00396367) is a 1996 batch Indian Administrative Officer from Gujarat Cadre. He held a range of Key responsibilities in Gujarat Government including District Collector and District Development Officer. He has served in the departments of Finance, Revenue, Industry & Mining and Technical Education and held leadership positions in many Public Sector Undertakings.

He was entrusted with the responsibility of Senior Advisor to the Executive Director of India in the International Monetary Fund at Washington DC by the Government of India. He also served as Additional Secretary in the Department of Economic Affairs in Government of India. Before the current assignment as Principal Secretary, Finance Department, Government of Gujarat, he served as Additional Secretary (Defence Production), Ministry of Defence in Government of India.

In terms of the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Act read with Schedule-V of the Act, the appointment of Dr. T. Natarajan, IAS (DIN: 00396367) as Managing Director of the Company and payment of remuneration, Special pay, if any, is subject to the approval of

Shareholders in General Meeting. Accordingly, your Directors commend the proposed Resolution for your approval.

Dr. T. Natarajan, IAS (DIN: 00396367) is not related to any of the Director or Key Managerial Personnel of the Company, in terms of Section 2(77) of the Act.

Disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India pertaining of his qualification, brief resume, area of expertise and other details are set out in the Annexure-1 attached to this Notice.

Except Dr. T. Natarajan, IAS (DIN: 00396367) , being an appointee, none of the Directors / Key Managerial Personnel of the Company and their relative(s) is / are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 1 of the accompanying Notice

**Item No.2:**

**Appointment of Shri Pankaj Joshi, IAS (DIN: 01532892) as Director and Chairman of the Company:**

The Energy & Petrochemicals Department, Government of Gujarat (GoG), vide its Notification No. MIS/11-2016/1765/E dated February 06, 2025, nominated and appointed Shri Pankaj Joshi, IAS (DIN: 01532892), Chief Secretary to GoG as a Director and Chairman of the Company as per the Articles 136 and 179 of the Articles of Association (AoA) of the Company vice Shri Raj Kumar, IAS (Retd.) and as recommended by the Nomination and Remuneration Committee, the Board of Directors has approved the appointment of Shri Pankaj Joshi, IAS (DIN: 01532892) as a Director and Chairman of the Company effective from February 06, 2025.

Pursuant to the requirements of Regulation 17(1C) of the Listing Regulations, appointment or re-appointment of a person on the Board of Directors of the Company shall be taken at next General Meeting or within a time period of three months from the date of appointment or re-appointment, whichever is earlier. The proposal is therefore submitted to the Shareholders for their approval.

Shri Pankaj Joshi, IAS has assumed as the 32<sup>nd</sup> Chief Secretary to Government of Gujarat on January 31, 2025. He is the senior most IAS Officer of the Government of Gujarat with distinguished academic background of Bachelor of Technology (B.Tech.) degree in Civil Engineering and a Master of Technology (M.Tech.) Water Resource Engineering from Indian Institute of Technology (IIT), Delhi. He has also pursued an M.Phil. in Defence and Strategic Studies, further strengthening his academic foundation.

After joining the Indian Administrative Service (IAS) in 1989, he has held several key leadership positions in public administration, contributing significantly to policy formulation and governance. Over the years, he has played a pivotal role in shaping

policies across diverse sectors, including Land Revenue, Personnel and General Administration, Education, Finance, Energy, Ports & Transport, Social Welfare, Tribal Affairs, and Urban Development, serving both at the State and Central Government levels. His extensive experience in governance culminated in his tenure as Additional Chief Secretary to Honorable Chief Minister of Gujarat from September 2021 to January 2025.

The Nomination and Remuneration Committee has reviewed the capabilities of Shri Pankaj Joshi, IAS (DIN: 01532892) vis-a-vis the role and capabilities required as decided by the Committee based on the evaluation of balance of skills, knowledge and experience of the existing Board. In the opinion of Nomination and Remuneration Committee and the Board, he possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company. Therefore, it would be of immense benefit to the Company and it is desirable to appoint him as a Chairman and Director.

The Company has, inter-alia, received from Shri Pankaj Joshi, IAS (DIN: 01532892) (i) consent in writing to act as a Director pursuant to Section 152(5) of the Act, read with Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Rules'); (ii) intimation in terms of Section 164(2) of the Act, read with Rule 14(1) of the Rules, to the effect that he is not disqualified from being appointed as Director; and (iii) he is not debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority.

Disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India pertaining of his qualification, brief resume, area of expertise and other details are set out in the Annexure-1 attached to this Notice.

In compliance with Section 152 and other applicable provisions of the Act, the Rules and the Listing Regulations, it is proposed to appoint Shri Pankaj Joshi, IAS (DIN: 01532892) as a Director and Chairman of the Company for a tenure as may be deemed appropriate by the Government of Gujarat, not liable to retire by rotation.

Accordingly, the Board of Directors recommends the Ordinary Resolution as set out in the accompanying Notice in relation to appointment of Shri Pankaj Joshi, IAS (DIN: 01532892) as a Director and Chairman of the Company for a tenure as may be deemed appropriate by the Government of Gujarat, not liable to retire by rotation, for approval of the Members.

Except Shri Pankaj Joshi, IAS (DIN: 01532892), being an appointee, none of the Directors / Key Managerial Personnel of the Company and their relative(s) is / are, in

any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 2 of the accompanying Notice.

**By Order of the Board of Directors  
For Gujarat Narmada Valley Fertilizers & Chemical Limited**

**Sd/-  
Chetna Dharajiya  
Company Secretary & Chief Manager (Legal)**

Registered Office:

P.O.: Narmadanagar, Dist.: Bharuch: 392 015

CIN: L24110GJ1976PLC002903

Tele No.: (02642) 247001, 247002

Email: [investor@gnfc.in](mailto:investor@gnfc.in)

Website: [www.gnfc.in](http://www.gnfc.in)

Date: February 14, 2025

Place: Bharuch

**Details of Director seeking appointment**

**Pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure) Regulations, 2015 and Secretarial Standards-2 on General Meetings**

Particulars	Dr. T. Natarajan, IAS	Shri Pankaj Joshi, IAS
DIN	00396367	01532892
Age	54	60
Date of first appointment on the Board	September 11, 2024	February 06, 2025 (Approval of Board of Directors in its meeting held on February 14, 2025)
Relationship with Directors	None	None
Expertise in specific functional areas	<p>Dr. T. Natarajan is a 1996 batch Indian Administrative Officer from Gujarat Cadre. He held a range of Key responsibilities in Gujarat Government including District Collector and District Development Officer. He has served in the departments of Finance, Revenue, Industry &amp; Mining and Technical Education and held leadership positions in many Public Sector Undertakings.</p> <p>He was entrusted with the responsibility of Senior Advisor to the Executive Director of India in the International Monetary Fund at Washington DC by the Government of India. He also served as Additional Secretary in the Department of Economic Affairs in Government of India. Before the current assignment as Principal Secretary, Finance Department, Government of Gujarat, he served as Additional Secretary (Defence Production), Ministry of Defence in Government of India.</p>	<p>Shri Pankaj Joshi, IAS has assumed as the 32<sup>nd</sup> Chief Secretary to Government of Gujarat on January 31, 2025. He is the senior most IAS Officer of the Government of Gujarat.</p> <p>After joining the Indian Administrative Service (IAS) in 1989, he has held several key leadership positions in public administration, contributing significantly to policy formulation and governance. Over the years, he has played a pivotal role in shaping policies across diverse sectors, including Land Revenue, Personnel and General Administration, Education, Finance, Energy, Ports &amp; Transport, Social Welfare, Tribal Affairs, and Urban Development, serving both at the State and Central Government levels. His extensive experience in governance culminated in his tenure as Additional Chief Secretary to Honorable Chief Minister of Gujarat from September 2021 to January 2025.</p>

Particulars	Dr. T. Natarajan, IAS	Shri Pankaj Joshi, IAS
		<p>In addition to his administrative expertise, he has been actively engaged with the corporate sector in various capacities. As a Government-nominated Director and Chairman of the Board of Directors in multiple Public Sector Undertakings (PSUs), he has provided strategic leadership in crucial sectors such as Electricity Generation &amp; Distribution, Logistics, and Gas Transmission &amp; Distribution, among others. Currently, he holds the esteemed position of Chief Secretary of the State, where he is responsible for steering the State’s administrative machinery. Alongside this role, he serves as the Chairman of Gujarat State Petroleum Corporation Limited Group Companies, Gujarat State Fertilizers &amp; Chemicals Limited and Gujarat Narmada Valley Fertilizers &amp; Chemicals Limited. Additionally, he holds the dual responsibility of Chairman and Managing Director of Gujarat State Petronet Limited, overseeing key operations in the energy and infrastructure sectors. His distinguished career is marked by a strong commitment to public service, policy innovation, and corporate governance, making him a leader with a profound impact on both the administrative and economic landscape.</p>

Particulars	Dr. T. Natarajan, IAS	Shri Pankaj Joshi, IAS
Qualification(s)	He has completed his graduation in Mining Engineering from college of Engineering, Guindy, Anna University in Tamil Nadu and M.B.A in Finance from Bharathidasan Institute of Management, Tamil Nadu. Later, he acquired additional education qualifications including Masters in International Development at Duke University in USA.	He has distinguished academic background of Bachelor of Technology (B.Tech.) degree in Civil Engineering and a Master of Technology (M.Tech.) Water Resource Engineering from Indian Institute of Technology (IIT), Delhi. He has also pursued an M.Phil. in Defence and Strategic Studies, further strengthening his academic foundation.
Number of Shares held in the Company as on date of Notice (including Beneficial Interest)	NIL	NIL
List of the Directorships held in other Listed Companies as on date of Notice	<ol style="list-style-type: none"> <li>1. Gujarat Alkalies and Chemicals Limited</li> <li>2. Gujarat Gas Limited</li> <li>3. Gujarat State Fertilizers and Chemicals Limited</li> </ol>	NIL
Chairman / member of Committees of Listed Companies in which he is a Director as on date of Notice	<p style="text-align: center;"><b><u>Gujarat Narmada Valley Fertilizers &amp; Chemicals Limited</u></b></p> <p style="text-align: center;">Audit Committee- Member</p> <p style="text-align: center;">Project Committee- Member</p>	

Particulars	Dr. T. Natarajan, IAS	Shri Pankaj Joshi, IAS
	<p align="center"><b><u>Gujarat Gas Limited</u></b></p> <p align="center">Audit Committee- Member Corporate Social Responsibility Committee- Member Risk Management Committee- Chairman</p> <p align="center"><b><u>Gujarat State Fertilizers and Chemicals Limited</u></b></p> <p align="center">Audit Committee- Member Corporate Social Responsibility Committee- Member Risk Management Committee- Member</p>	
Listed Entities from which the Director has resigned in past Three (3) year	<ol style="list-style-type: none"> <li>1. Bharat Electronics Limited</li> <li>2. Hindustan Aeronautics Limited</li> </ol>	NIL
Key Terms and conditions for appointment	As per the resolution at Item No. 1 of this Notice	As per the resolution at Item No. 2 of this Notice
Number of Board Meetings attended after appointment as Managing Director/Chairman	1	1



Particulars	Dr. T. Natarajan, IAS	Shri Pankaj Joshi, IAS
Remuneration proposed to be paid	As per terms and conditions for appointment as provided in resolution at Item No. 1 of this Notice	As per terms and conditions for appointment as provided in resolution at Item No. 2 of this Notice
Last drawn remuneration	NIL	NIL
Skills and capabilities required for the role and the manner in which Director meets such requirements	Please refer explanatory statement for Item No. 1 forming part of this Notice	Please refer explanatory statement for Item No. 2 forming part of this Notice
Number of Board Meetings attended during the financial year 2024-25 as Managing Director /Chairman	1	1